

# **EXHIBIT III**

**Performance Management Program**  
**Year: 2015**

**Vision**

Connect, Collaborate, Innovate, Inspire

**Mission**

We foster communication and community among MCHC companies.

Through partnership, we provide professional services that align with MCHC standards and policies, contribute to the performance of the MCHC Group and enhance KAITEKI value.

We will achieve our mission through a commitment to ethics, professionalism, and service.

<b>Employee Name:</b>	Jennifer S. Fischman
<b>Employee Title:</b>	Acting General Counsel and Chief Compliance Officer
<b>Manager Name:</b>	Donna Costa
<b>Manager Title:</b>	President
<b>Review Date:</b>	October 1, 2015 (mid-year)

**CONFIDENTIAL**

## **Section 1. Job Performance Previous Period**

List the major areas of responsibility for this position and briefly describe the employee's performance in each of these areas during the review period.

Major Area of Responsibility	Performance During Review Period
Lead and supervise members of the Legal Department	Jennifer is doing a great job in supervising and leading the department members.
Provide proactive legal advice to all affiliates	Jennifer continues to provide proactive advice to all affiliates.
Manage the Compliance & Ethics Program, Governance & Risk Management Systems	Jennifer took on this new role and is doing a superb job at learning the new responsibilities and staying on top of everything in addition to her role as leader of the legal department.
Fostering communication, collaboration and community among group companies and Japan	Jennifer continues to develop her relationships with members of the legal department and other departments in Japan. She communicates regularly about important matters.
Support M&A, business transition and individual business requirements of all affiliates	Jennifer is leading the legal team on an acquisition in Brazil for Qualicaps, while continuing to lead or supervising the growth of several affiliates in the US.

## Section 2. Competencies

In addition to overall performance related to job responsibilities, every employee has a set of competencies specific to their job level. Competencies are the combination of knowledge, skills and behaviors that contribute to individual and organizational performance. Use this section to evaluate the employee's overall proficiency in each competency area.

- Refer to the competencies listed at the end of this form
- Each competency is supported by key behaviors that describe the way the competency may be demonstrated in the workplace
- Indicate the level of proficiency for each competency based on the behaviors demonstrated during the performance review period.
  - **NI** = Needs improvement
  - **M** = Meets competency performance standards
  - **E** = Exceeds competency performance standards

Competencies Job Level: Director/Function Head	Level of Proficiency		
	NI	M	E
1. Business Acumen			x
2. Communication			x
3. Contributing to Team Success			x
4. Cross-functional Capability		x	
5. Ethics and Compliance			x
6. Functional Expertise			x
7. People Development			x
8. Strategic Thinking		x	

### Manager Comments:

Midyear: Jennifer has stepped up and has exceeded my expectations in numerous ways since assuming the role of Acting General Counsel and Chief Compliance Officer. She has surprised me with her ability to manage numerous matters and still learn all the new material in the compliance function and manage all the members of the department.

She appears to have gained the respect and trust of the employees in the department. Each of the lawyers and Maiko (the legal Trainee) are working well with Jennifer and providing positive feedback about her leadership skills. Jennifer has fostered continuous growth in the department through cross-functional training, such as training in corporate veil, tax issues and pushing people to work outside their normal area of expertise. For example, through Jennifer's encouragement and oversight, Joe Sherinsky has worked on non-IP related legal matters, including employment and litigation matters, and Andy Csaszar has continued his support of affiliates outside of the pharma business, to gain a better understanding of MCHC group companies as he requested. Jennifer has been mentoring and managing Stephen Rose, a new attorney in the department. Jennifer provides Stephen with important cultural aspects and substantive areas of working with various members of the organization across multiple levels so that Stephen appropriately responds and provides legal advice as necessary. In just a few months, Stephen is beginning to understand the complex role of in house counsel in our organization.

Jennifer continually checks in with each of the lawyers and Maiko to discuss important business matters relevant to each of their areas of responsibility.

Jennifer understands and works across functions, working with the directors of HR, tax and internal

audit on several matters that encompass each of these functional areas.

Jennifer continues to grow as a leader and is contributing to the overall success of MCHA in managing risk of the affiliates, promoting growth by supporting M&A and numerous affiliate expansions personally. Jennifer has overseen several litigations this year and some appear to be on the cusp of favorable settlement.

Jennifer continues to pursue technology and tools that will make the legal and compliance department more efficient and effective. Jennifer has overseen the implementation of Worldox; the first document management system for the department and although it has only just begun, the system is designed to allow the department members to be more productive through the use of this more efficient system. Jennifer worked with each member of the department to understand what their issues were and see if there was a solution in Worldox to accommodate their way of working, but still effectuate the change.

With respect to Compliance role, Jennifer continues to grow and learn the various responsibilities and has a lot of great ideas she wants to implement. She is working productively with SAI Global in the continuous growth of our on-line training program, seeking to freshen it up and make it even more inviting on a global level. She is working with Navex to make sure that our anonymous reporting system reaches other countries outside the US in the Americas and Vietnam. In addition, in July, she had an opportunity to demonstrate her understanding of the complex nature of a global culture when she addressed the Verbatim global management team and communicated the essence of compliance in a manner that resonated with the business people. She clearly undertook the role of compliance manager seriously and is working diligently to own this function in addition to her legal role.

### **Section 3. Overall Level of Performance**

Indicate the most accurate description of the employee's job performance during the review period.

**Exceptional:** Work performance far exceeded expectations for the review period due to exceptional quality in all essential areas of responsibility and/or an exceptional and significant contribution involving completion of a major goal in support of a company objective

✓ **Exceeds:** Work performance consistently exceeds expectations. Demonstrates a very high level of performance in all areas of responsibility. Regularly makes contributions of great value to the company, showing innovation, creativity, and independent action. Frequently goes beyond the norm of usual job performance in this position.

**Meets:** Work performance meets all requirements of the position. Occasionally may make contributions beyond what is normally expected. Is experienced in the position and a solid effective performer within the organization.

**Needs Improvement:** Further improvement is needed in order to be considered as fully performing the requirements of this position.

### **Section 4. Development Plan**

Identify two or three competencies from Section 2. representing areas for development to enhance the employee's job performance and growth.

Competency	Development Plan	Progress to Date
Cross-Functional Capability	Needs to further develop the ability to build a common purpose across organizational functions and work groups	Getting there
Strategic Thinking	Needs to further develop the perception of others that she is a strategic thinker and will be frequently sought out for long term planning and guidance	Getting there

### **Section 5. Employee Comments**

Agreed.

**Employee Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Manager Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

## **Section 6. Goal and Objectives**

List below specific goals and objectives that can be mutually agreed to by the employee and his/her manager for the coming year. Goals and objectives should be (1) reasonable and attainable; (2) measurable, if possible; (3) consistent with broad goals for the Company.

Goal or Objective	Target Date for Completion
See attached	

**Employee Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Manager Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Competencies**  
**Job Level: Director/Function Head**

Competency	Behaviors
<b>Business Acumen</b> <i>Demonstrates broad knowledge and understanding of MCHA and affiliates' businesses including strategies and objectives.</i>	<ul style="list-style-type: none"> <li>• Knowledgeable in current and possible future policies, practices, trends and information affecting the business and organization</li> <li>• Understands and takes into consideration all relevant business perspectives when fulfilling job responsibilities</li> <li>• Takes steps to keep current in leading edge business practices</li> <li>• Understands nuances and subtleties of business and job</li> <li>• Is aware of how strategies and tactics work in the business environment</li> </ul>
<b>Communication</b> <i>Clearly conveys information and ideas using a broad range of communication methods (oral, written, presentation) in a manner that engages the recipient, helps them understand and retain the message, and is effective in diverse situations.</i>	<ul style="list-style-type: none"> <li>• Communicates in a respectful tone and manner</li> <li>• Organizes and expresses ideas clearly and concisely</li> <li>• Tailors communication to effectively reach the recipient/audience</li> <li>• Listens actively and communicates effectively with others</li> <li>• Ensures that others are kept informed about developments and issues affecting work or project outcomes</li> <li>• Communicates issues in a timely manner</li> <li>• Is aware of and responsive to verbal and non-verbal communication styles</li> <li>• Uses effective cross-cultural communication skills</li> </ul>
<b>Contributing to Team Success</b> <i>Actively participates as a member of a team to accomplish MCHA vision, mission and goals, department goals and group goals.</i>	<p>Team Leaders</p> <ul style="list-style-type: none"> <li>• Takes a leadership role on both internal and external teams</li> <li>• Clarifies roles and responsibilities of team members and ensures support functions are in place</li> <li>• Listens to and fully involves others in team decisions and actions; values and uses individual differences and talents</li> <li>• Consistently develops and sustains cooperative working relationships among team members</li> <li>• Inspires, motivates and guides others toward established goals and desired achievements</li> </ul> <p>All</p> <ul style="list-style-type: none"> <li>• Demonstrates personal commitment to the team and supports team goals</li> <li>• Works effectively with others in meeting goals and objectives</li> <li>• Listens and responds constructively to other team members' ideas and actions</li> <li>• Solicits the input of others who are affected by plans</li> </ul>

Competency	Behaviors
	<p>or actions and gives credit and recognition to others who have contributed</p> <ul style="list-style-type: none"> <li>• Obtains cooperation from others to achieve results</li> <li>• Keeps others informed of project status and issues</li> <li>• Puts goals of the group ahead of one's own agenda, and supports and acts in accordance with final group decisions even when such decisions may not entirely reflect one's own position</li> <li>• Shares credit and recognizes the contributions of other people</li> </ul>
<p><b>Cross-Functional Capability</b>  <i>Understands the connection between organizational functions and uses this knowledge and skill to manage across functional groups effectively.</i></p>	<ul style="list-style-type: none"> <li>• Understands the role and interrelationship of each organizational function</li> <li>• Has the know-how to get things done in a complex, multi-level or multi-division organizational environment</li> <li>• Has ability to recognize and include all stakeholders</li> <li>• Recognizes and understands the agenda and perspective of others and balances the interests of one's own department/function with those of other departments/functions</li> <li>• Works to build a common purpose across organizational functions and work groups</li> </ul>
<p><b>Ethics and Compliance</b>  <i>Acts with integrity and promotes high standards of ethical conduct consistent with the company's Code of Conduct.</i></p>	<p>Team Leaders</p> <ul style="list-style-type: none"> <li>• Develops policies and internal controls to minimize organizational risk from unethical practice</li> <li>• Takes immediate and appropriate action regarding reports of unethical behavior or conflicts of interest</li> <li>• Briefs executives on reports of unethical behavior or conflicts of interest that might threaten the organization</li> <li>• Models high ethical standards</li> </ul> <p>All</p> <ul style="list-style-type: none"> <li>• Is familiar with and understands the company's Code of Conduct and compliance policies</li> <li>• Consistently demonstrates behaviors that are in line with the company's Code of Conduct, compliance policies and standards for professional and ethical conduct</li> <li>• Recognizes situations or directives that are directly or indirectly in conflict with the company's Code of Conduct, compliance policies or standards for professional and ethical conduct and reports conflicts or unethical behavior to management</li> <li>• Applies policies, rules and regulations in a consistent, non-biased manner</li> <li>• Refrains from behavior that fosters the appearance of conflict of interest</li> <li>• Maintains strict confidentiality of sensitive information</li> </ul>

Competency	Behaviors
<p><b>Functional Expertise</b>  <i>Possess required functional knowledge and skills to do the job at a high level of accomplishment and keeps current with trends and developments in area of expertise.</i></p>	<ul style="list-style-type: none"> <li>• Demonstrates expertise in skill and knowledge within areas relevant to one's own function</li> <li>• Helps others become experts within function or work group; readily shares expertise and insights</li> <li>• Develops and contributes to best practices in discipline or specialty area for the work group. Is viewed as a resource for best practices in discipline or specialty area; leads others in applying best practices</li> <li>• Stays aware of major developments in discipline or specialty area. Serves as a resource for others regarding major developments in discipline or specialty area</li> <li>• Recognized by co-workers, business partners and team members as possessing high functional knowledge and skills. Mentors others on how to exhibit high functional knowledge and skills</li> <li>• Cultivates a learning organization by mentoring others on how to exhibit high functional knowledge and skills</li> </ul>
<p><b>People Development</b>  <i>Planning and supporting the development of individuals' knowledge, skills and abilities so that they can fulfill current or future job/role responsibilities more effectively.</i></p>	<ul style="list-style-type: none"> <li>• Provides timely guidance, feedback, and clarification of expectations</li> <li>• Shares information, advice and suggestions to help others to be more successful; provides effective coaching</li> <li>• Gives people assignments that will help develop their abilities</li> <li>• Regularly meets with employees to review their development progress</li> <li>• Recognizes and reinforces people's developmental efforts and improvements</li> <li>• Expresses confidence in others' ability to be successful</li> </ul>
<p><b>Strategic Thinking</b>  <i>Formulates objectives and priorities and implements plans consistent with the long-term interests of the organization. Capitalizes on opportunities and manages risk.</i></p>	<ul style="list-style-type: none"> <li>• Understands the organization's strengths and weaknesses</li> <li>• Uses understanding of business conditions to determine a strategic direction</li> <li>• Develops a strategic plan based on the vision, mission and organizational goals</li> <li>• Translates strategy into business plans and tactics</li> <li>• Leads others in effectively developing, identifying, and formulating strategies consistent with organizational goals</li> <li>• Anticipates challenges and opportunities for the organization that may not be obvious to others</li> <li>• Understands the importance of looking at issues through a long-term perspective</li> <li>• Viewed by others as a strategic thinker and frequently sought out for long term planning and guidance</li> </ul>